



alstria

Invitation to the virtual annual general meeting

**of alstria office REIT-AG
on May 6, 2021**

20 21

Overview containing information in accordance with table 3 of the Implementing Regulation (EU) 2018/1212 ("DVO") for the notification pursuant to Section 125 of the German Stock Corporation Act ("AktG")

A. Specification of the message

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|-----------------------------------|--|
| 1. Unique identifier of the event | Virtual annual general meeting of alstria office REIT-AG 2021 (Formal specification according to DVO: b2051426df80eb11811b005056888925) |
| 2. Type of message | Notice of annual general meeting (Formal specification according to DVO: NEWM) |

B. Specification of the issuer

| | |
|-------------------|------------------------|
| 1. ISIN | DE000A0LD2U1 |
| 2. Name of issuer | alstria office REIT-AG |

C. Specification of the meeting

| | |
|------------------------------------|--|
| 1. Date of the general meeting | May 06, 2021 (Formal specification according to DVO: 20210506) |
| 2. Time of the general meeting | 10:00 hours (CEST) (Formal specification according to DVO: 8:00 hours UTC (Coordinated Universal Time)) |
| 3. Type of general meeting | Virtual annual general meeting without the physical attendance of shareholders or their proxy representatives (Formal specification according to DVO: GMET) |
| 4. Location of the general meeting | URL to the Company's shareholder portal for following the annual general meeting in video and audio and for exercising shareholder rights: https://alstria.com/investor/#generalmeeting Place of the meeting within the meaning of the German Stock Corporation Act (AktG): registered office of the Company, alstria office REIT-AG, Steinstraße 7, 20095 Hamburg, Germany |
| 5. Record Date | April 14, 2021 (cob) (Formal specification according to DVO: 20210414 (cob)) |
| 6. Uniform Resource Locator (URL) | https://alstria.com/investor/#generalmeeting |

Further information on the notice of the annual general meeting (blocks D through F of table 3 of the Annex to the Implementing Regulation (EU) 2018/1212)

Further information on participation¹ in the annual general meeting (block D), the agenda (block E) and specification of the deadlines regarding the exercise of other shareholders rights (block F) can be found on the Company's website at

<https://alstria.com/investor/#generalmeeting>.

¹ The term "participation" is used here exclusively in the meaning of the DVO and is not identical to "participation" in the meaning of section 118 AktG.

Overview of the agenda

- 1. Presentation of the adopted annual financial statements of alstria office REIT-AG and the approved consolidated financial statements as well as the combined management report for alstria office REIT-AG and the group as at December 31, 2020, the report of the supervisory board and the recommendation of the management board for the appropriation of the annual net profit for the 2020 financial year**
- 2. Appropriation of the annual net profit for the 2020 financial year**
- 3. Investment into Green Projects**
- 4. Formal approval of the actions of the members of the management board for the 2020 financial year**
- 5. Formal approval of the actions of the members of the supervisory board for the 2020 financial year**
- 6. Appointment of the auditors and the group auditors for the 2021 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2021, of further interim financial reports for the 2021 financial year and for the 2022 financial year until the next annual general meeting**
- 7. Election of supervisory board members**
- 8. Approval of the remuneration system for the management board members**
- 9. Confirmation of the remuneration for the supervisory board members**

**This is a convenience translation of the original German document which is available under:
<https://alstria.de/investoren/#hauptversammlung>**

alstria office REIT-AG

Hamburg

ISIN: DE000A0LD2U1

We hereby invite our shareholders to the annual general meeting of alstria office REIT-AG ("**alstria**") on

Thursday, May 6, 2021, at 10:00 a.m. CEST

The annual general meeting will be held on the basis of a resolution passed by the management board with the approval of the supervisory board in accordance with section 1 paragraph 2 sentence 1 and paragraph 6 sentence 1 of the German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID 19 Pandemic dated March 27, 2020, last amended effective February 28, 2021, by the Act on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions under the Law of Companies, Cooperative Societies, Associations, Foundations and in Tenancy and Lease Law dated December 22, 2020 ("**COVID 19 Act**") as a **virtual annual general meeting without the physical presence of the shareholders or their proxies** (with the exception of the proxies appointed by the Company).

The entire virtual annual general meeting will be broadcast by means of video and audio transmission on the internet for the shareholders of alstria office REIT-AG who have registered in due form and time. Registered shareholders can exercise their voting rights by means of electronic communication (namely by electronic postal vote) and proxy. Registered shareholders will be given the right to ask questions via electronic communication (until May 4, 2021, 24:00 hours CEST). Shareholders who have exercised their voting rights may, in deviation from section 245 number 1 of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**"), file an objection to resolutions of the annual general meeting without having to appear at the annual general meeting.

Further details can be found in the section "Further information and instructions – Particularities of the virtual annual general meeting" following the agenda.

The place of the annual general meeting, where the chairman of the meeting, the notary public certifying the minutes of the meeting and the management board as well as the proxies appointed by the Company are located, is the registered office of the Company, Steinstraße 7, 20095 Hamburg, Germany. The participation of members of the supervisory board may occur, based on a decision taken by the management board with the approval of the supervisory board in accordance with section 1 paragraph 1 and paragraph 6 sentence 1 COVID 19 Act in conjunction with section 118 paragraph 3 sentence 2 AktG, by means of video and audio transmission. Shareholders and their proxies (with the exception of the proxies appointed by the Company) have no right or opportunity to be present at the place of the annual general meeting.

Agenda

1. Presentation of the adopted annual financial statements of alstria office REIT-AG and the approved consolidated financial statements as well as the combined management report for alstria office REIT-AG and the group as at December 31, 2020, the report of the supervisory board and the recommendation of the management board for the appropriation of the annual net profit for the 2020 financial year

The aforementioned documents also contain the explanatory report of the management board on the disclosures pursuant to sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and can be viewed on the Company's website at

<https://alstria.com/investor/#generalmeeting>.

With resolution dated February 24, 2021 the supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on February 19, 2021; the annual financial statements are thus adopted. The annual financial statements will therefore not be adopted by the shareholders in the annual general meeting. The documents specified in this item of the agenda are to be made accessible to the shareholders in the annual general meeting in accordance with section 176 paragraph 1 sentence 1 AktG without requiring a separate resolution in this regard.

2. Appropriation of the annual net profit for the 2020 financial year

The management board and supervisory board hereby propose appropriating the annual net profit generated in the 2020 financial year in the amount of EUR 105,000,000.00 as follows:

in EUR

| | |
|--|-----------------------|
| Distribution of a dividend of EUR 0.53 per no-par value share entitled to dividend | 94,230,155.91 |
| Transfer to revenue reserves | 0.00 |
| Profit carried forward | 10,769,844.09 |
| Annual net profit | 105,000,000.00 |

The proposal reflects the 177,792,747 no-par value shares of the Company existing in the time of the recommendation. Should there be any change in the number of no-par value shares entitled to the dividend for the 2020 financial year before the date of the ordinary annual general meeting 2021, the proposal will be amended accordingly and presented for resolution at the annual general meeting, with an unchanged dividend of EUR 0.53 on each no-par value share entitled to the dividend for the 2020 financial year as well as suitably amended amounts for the sum to be distributed and the profit carried forward.

In accordance with section 58 paragraph 4 sentence 2 AktG, the dividend is due on the third business day following the resolution adopted by the annual general meeting, i.e. on May 11, 2021.

3. Investment into Green Projects

The management board of alstria is responsible for managing the Company in the Company's interest. It also has the original decision-making authority on management issues (cf. sections 76 paragraph 1, 77 paragraph 1 sentence 1 AktG). The annual general meeting may decide on management issues if requested to do so by the management board (section 119 paragraph 2 AktG). The Company's management board would like to use this possibility to obtain the shareholders' approval for non-financially viable sustainable investments.

The management board has therefore resolved to have the annual general meeting decide on investments in the amount of up to EUR 1.78 million in specific "Green Projects" (as defined in the report on agenda item 3) – this corresponds to investments of approx. EUR 1 Cent per no-par value share currently entitled to dividend. For details, please refer to the report on this agenda item.

The Green Projects are investments that the Company would not make based on purely financial criteria. alstria has no legal obligation to make these investments. In particular, to the extent that the investments relate to alstria's real estate portfolio, there is also no contractual obligation to the tenants of the properties concerned and the return on the investments are not expected to cover the ongoing cost of capital. Nevertheless, alstria would like to offer its shareholders to make the investments in the Green Projects with the aim of improving the renewable energy output of alstria's assets and to participate financially to assist in the development of carbon removal projects or technologies. These are therefore investment opportunities, which are expected to be financially not profitable, but would – if successful – help to improve alstria's current or future carbon footprint.

If the annual general meeting were to approve the investments in the Green Projects, the management board and supervisory board would take this into account in their respective dividend proposal for financial year 2021 (if any) and accordingly propose a dividend reduced by approximately EUR 1 Cent per no-par value share entitled to dividend.

The management board informed the supervisory board of its request to the annual general meeting to decide on these management measures. The supervisory board endorsed the resolution proposed by the management board.

The management board and supervisory board propose that the following resolution be adopted:

The execution of the investments in the Company's Green Projects in the total amount of up to EUR 1.78 million is approved.

4. Formal approval of the actions of the members of the management board for the 2020 financial year

The management board and the supervisory board hereby propose that formal approval be given to the members of the management board who were in office in the 2020 financial year for this period.

5. Formal approval of the actions of the members of the supervisory board for the 2020 financial year

The management board and the supervisory board hereby propose that formal approval be given to the members of the supervisory board who were in office in the 2020 financial year for this period.

6. Appointment of the auditors and the group auditors for the 2021 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2021, of further interim financial reports for the 2021 financial year and for the 2022 financial year until the next annual general meeting

At the recommendation of its audit committee, the supervisory board hereby proposes to resolve as follows:

KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditors and group auditors for the 2021 financial year as well as auditors to review the half-year financial report as at June 30, 2021, further interim financial reports in the 2021 financial year and in the 2022 financial year until the next annual general meeting.

In its recommendation, the audit committee has stated that its recommendation is free from undue influence by a third party and no clause restricting the choice within the meaning of Art. 16 paragraph 6 of the EU Regulation on statutory auditors or audit firms (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed upon it.

7. Election of supervisory board members

With the close of the ordinary annual general meeting on May 6, 2021, the terms of office of the supervisory board members Dr. Bernhard Düttmann and Stefanie Frensch end.

Pursuant to section 96 paragraph 1, section 101 paragraph 1 AktG and section 9 paragraph 1 of the Company's articles of association, the supervisory board shall consist of six members of shareholders elected by the shareholders in the annual general meeting.

At the recommendation of its nomination and remuneration committee, the supervisory board proposes to resolve as follows:

- a) Dr. Frank Pörschke, Hamburg, Germany, CEO at P3 Logistic Parks s.r.o., is elected as a supervisory board member with effect from the close of this annual general meeting and until the close of the annual general meeting that formally approves the actions of the supervisory board for the financial year 2023.
- b) Elisabeth Stheeman, Walton-on-Thames (Surrey), Great Britain, Portfolio Non-Executive Director, is elected as a supervisory board member with effect from the close of this annual general meeting and until the close of the annual general meeting that formally approves the actions of the supervisory board for the financial year 2023.

It is intended to hold the elections to the supervisory board as individual elections.

The supervisory board has agreed to propose to the annual general meeting a term of office of three years for the election of supervisory board members as a general rule. Two members each have equal terms of office. As a result, the annual general meeting elects two supervisory board members each year and thus has the opportunity to shape the composition of the supervisory board annually.

These proposals for election take into consideration the profile of skills and expertise and diversity concept with targets for the composition of the supervisory board ("**Profile for the Supervisory Board**") which was adopted by the supervisory board pursuant to section 289f, 315d HGB and the recommendations of the German Corporate Governance Code ("**GCGC**"). After the election of the proposed candidates, the Profile for the Supervisory Board will still be completely fulfilled. The supervisory board considers both candidates as independent. The Profile for the Supervisory Board with the status of its implementation is published in the corporate governance statement under **www.alstria.com ► Company ► Corporate Governance ► Corporate Governance Statement**.

The proposed candidates ensure that they have sufficient time to perform their duties on the supervisory board. Both candidates comply with the mandate limits recommended in number C.4 and C.5 GCGC.

Further information on the proposed candidates, in particular curricula vitae, each of which providing information on their relevant knowledge, skills and professional experience, are appended to the agenda under "Information on the supervisory board candidates proposed for election under agenda item 7". The CVs also indicate in accordance with section 125 paragraph 1 sentence 5 AktG which memberships the proposed candidates hold on other supervisory boards in Germany established pursuant to statutory law and on comparable domestic and foreign supervisory bodies of commercial enterprises.

8. Approval of the remuneration system for the management board members

Section 120a paragraph 1 AktG, newly introduced by the Act Implementing the Second Shareholders' Rights Directive ("**ARUG II**") with effect from January 1, 2020, provides that the general meeting of listed companies shall resolve on the approval of the remuneration system for the members of the management board presented by the supervisory board at least every four years as well as in case of any material change.

The annual general meeting last adopted a resolution on the system for the remuneration of the management board members of alstria office REIT-AG on May 16, 2017. With resolutions dated February 24, 2021 and March 12, 2021, the supervisory board had defined a new remuneration system and (subject to approval by the annual general meeting) introduced it for the members of the management board with effect from January 1, 2021 ("**Remuneration System for the Management Board Members 2021**"). The Remuneration System for the Management Board Members 2021 was drawn up by the nomination and remuneration committee of the supervisory board with the support of an independent consultant and complies with the requirements of section 87a AktG newly introduced by the ARUG II, the recommendations of the GCGC and some investor expectations going beyond these. The Remuneration System for the Management Board Members 2021 is described in detail within the section "Remuneration system for the management board members 2021" following the agenda and is also available on the Company's website at

<https://alstria.com/investor/#generalmeeting>.

Based on the recommendation of its nomination and remuneration committee, the supervisory board proposes that the Remuneration System for the Management Board Members 2021 resolved by the supervisory board on February 24, 2021 and March 12, 2021 be approved.

9. Confirmation of the remuneration for the supervisory board members

Pursuant to section 113 paragraph 3 AktG as amended by ARUG II, the general meeting of listed companies must pass a resolution on the remuneration for the supervisory board members at least every four years. A resolution confirming the remuneration is permissible.

The members of the supervisory board shall receive an annual remuneration payable upon expiration of the business year and the amount of which shall be determined by resolution of the general meeting. The determination remains valid until the general meeting decides otherwise. Members of the supervisory board who have joined or left the supervisory board during the business year in question shall receive the remuneration *pro rata temporis* (section 13 paragraph 1 of the articles of association).

The Company will reimburse the members of the supervisory board for their expenses. The value added tax (VAT) shall be deemed to be part of the expenses if the member of the supervisory board is entitled to invoice the tax separately. The Company may contract an appropriate liability insurance for the members of the supervisory board to cover all risks resulting from the carrying out of their duties (D&O Insurance) (section 13 paragraph 2 of the articles of association).

The remuneration of the supervisory board was last determined at the annual general meeting on May 16, 2017. It complies with the recommendations of the GCGC and is to remain unchanged.

The management board and supervisory board propose to resolve as follows:

"The members of the supervisory board receive a remuneration according to the following:

- a) The supervisory board chair shall be remunerated with EUR 150,000.00 p.a., the deputy chair with EUR 75,000.00 p.a. and each ordinary member of the supervisory board shall receive a remuneration of EUR 50,000.00 p.a.
- b) In addition, the audit committee chair shall be remunerated with EUR 20,000.00 p.a.; the ordinary members of the audit committee shall each receive a remuneration of EUR 10,000.00 p.a.
- c) Furthermore, the nomination and remuneration committee chair and the finance and investment committee chair shall each be remunerated with EUR 15,000.00 p.a.; the ordinary members of the nomination and remuneration committee and the finance and investment committee shall each receive a remuneration in the amount of EUR 7,500.00 p.a. Membership in the ESG Committee and in temporary committees does not entitle a member to additional remuneration.

- d) Supervisory board members who have served the supervisory board respectively one of its above-mentioned committees only for part of a financial year shall receive remuneration *pro rata temporis*.
- e) The members of the supervisory board will be reimbursed for their expenses. The value added tax (VAT) shall be deemed to be part of the expenses if the member of the supervisory board is entitled to invoice the tax separately. The Company may contract an appropriate liability insurance for the members of the supervisory board to cover all risks resulting from the carrying out of their duties (D&O Insurance)."

The underlying remuneration system for the members of the supervisory board with the disclosures pursuant to sections 113 paragraph 3 sentence 3, 87a paragraph 1 sentence 2 AktG is described within the section "Remuneration system for the supervisory board members 2021" following the agenda.

Information on the supervisory board candidates proposed for election under agenda item 7

(Agenda item 7: Election of supervisory board members)

Dr. Frank Pörschke

Hamburg, Germany

* January 1965

Nationality: German

CEO at P3 Logistic Parks s.r.o. (from April 1, 2021)

Career

- 1993 to 1995:** Senior Associate at McKinsey & Company
- 1995 to 2004:** Managing Director at ECE Projektmanagement International G.m.b.H., Hamburg
- 2004 to 2007:** Chairman of the board of managing directors at Commerz Grundbesitz Investment GmbH, Wiesbaden (today Commerz Real AG)
- 2007 to 2011:** Chairman of the board of managing directors at Commerz Grundbesitz Investment GmbH, Wiesbaden (today Commerz Real AG)
- 2011 to 2018:** first CEO Germany, then President EMEA Markets at Jones Lang LaSalle (JLL), Frankfurt am Main
- 2018 to 2021:** Various supervisory and advisory board positions
- From April 2021:** CEO at P3 Logistic Parks s.r.o., Prague, Czech Republic

Education

- 1984 to 1989:** Study of law at the University of Hamburg (First Law State Examination)
- 1990 to 1993:** Legal clerkship (Second Law State Examination)
- 2011:** Harvard Business School (Advanced Management Program)

Information in accordance with section 125 paragraph 1 sentence 5 AktG

Memberships in other mandatory supervisory boards in Germany:

- Non-executive member of the board of directors of Verianos SE, Cologne (mandate to be resigned by June 30, 2021)
- Member of the supervisory board of Deka Immobilien Investment GmbH (Deka Bank Group), Frankfurt am Main (mandate to be resigned by June 30, 2021)
- Member of the supervisory board of WestInvest Gesellschaft für Investmentfonds mbH (Deka Bank Group), Dusseldorf (mandate to be resigned by June 30, 2021)
- Deputy Chairman of the supervisory board of AXA Investment Managers Deutschland GmbH, Frankfurt am Main (mandate to be resigned by December 31, 2021)

Memberships in comparable boards of business enterprises in Germany and abroad:

- Member of the supervisory board of AUG. PRIEN Bauunternehmung (GmbH & Co. KG), Hamburg
- Member of the advisory board of von Poll Immobilien Holding GmbH, Frankfurt am Main (mandate to be resigned by June 30, 2021)
- Member of the advisory board of ECE Group GmbH & Co. KG, Hamburg (mandate resigned as of March 31, 2021)

Dr. Frank Pörschke is not a member of the management board of a listed company. Therefore number C.4 GCGC provides for a maximum of five supervisory board mandates or comparable functions for him. Following the above-mentioned resignation of a large part of his current mandates, this requirement will be met as of July 1, 2021.

Information in accordance with number C.6 paragraph 2 and C.13 GCGC

The supervisory board considers Dr. Frank Pörschke to be independent of the Company and its management board within the meaning of number C.6 paragraph 2 GCGC. Dr. Pörschke has, based on the supervisory board's evaluation, no personal and/or business relations with alstria office REIT-AG or its affiliates, its governing bodies or significant shareholders of alstria office REIT-AG, which must be disclosed by recommendation pursuant to number C.13 GCGC.

The Profile for the Supervisory Board sets out further criteria for the independence of alstria's supervisory board members, which go beyond the requirements of the GCGC. These criteria are also met by Dr. Frank Pörschke. The Profile for the Supervisory Board is published in the corporate governance statement under www.alstria.com ► **Company** ► **Corporate Governance** ► **Corporate Governance Statement**.

Elisabeth Stheeman

Walton-on-Thames (Surrey), Great Britain

* January 1964

Nationalities: British and German

Portfolio Non-Executive Director

Career

- 1982 to 1987:** Banking apprenticeship and Graduate Trainee at Vereins- und Westbank AG, Hamburg
- 1988 to 2012:** Morgan Stanley International, London
(Investment Banking, Global Capital Markets, Real Estate/Private Equity)
- 2013 to 2014:** Global Chief Operating Officer at LaSalle Investment Management,
London, Great Britain/Chicago, USA
- 2015 to 2017:** Senior Advisor at Bank of England, Great Britain
- Since 2017:** External Member of Financial Infrastructure Board and (from 2018)
External Member of Financial Policy Committee, Bank of England, Great Britain

Education

- 1985:** Bachelor's degree, Hamburg School of Business (Wirtschaftsakademie Hamburg)
- 1988:** Diploma, London School of Economics, London, Great Britain

Information in accordance with section 125 paragraph 1 sentence 5 AktG

Memberships in other mandatory supervisory boards in Germany:

- Member of the supervisory board of Aareal Bank AG, Wiesbaden

Memberships in comparable boards of business enterprises in Germany and abroad:

- Independent member of the board of Edinburgh Investment Trust PLC, Edinburgh, Great Britain

Mrs. Elisabeth Stheeman is not a member of the management board of a listed company. Therefore number C.4 GCGC provides for a maximum of five supervisory board mandates or comparable functions for her. This requirement has been met.

Information in accordance with number C.6 paragraph 2 and C.13 GCGC

The supervisory board considers Mrs. Elisabeth Stheeman to be independent of the Company and its management board within the meaning of number C.6 paragraph 2 GCGC. Mrs. Stheeman has, based on the supervisory board's evaluation, no personal and/or business relations with alstria office REIT-AG or its affiliates, its governing bodies or significant shareholders of alstria office REIT-AG, which must be disclosed by recommendation pursuant to number C.13 GCGC.

The Profile for the Supervisory Board sets out further criteria for the independence of alstria's supervisory board members, which go beyond the requirements of the GCGC. These criteria are also met by Mrs. Elisabeth Stheeman. The Profile for the Supervisory Board is published in the corporate governance statement under www.alstria.com ► **Company** ► **Corporate Governance** ► **Corporate Governance Statement**.

Remuneration system for the management board members 2021

(Agenda item 8: Approval of the remuneration system for the management board members)

1. Principles of the remuneration system for the management board members

alstria is a German office specialist which manages a portfolio of office properties located in selected German cities over their entire lifecycle. The German office real estate stock has been underinvested in years. This given, most of the existing buildings fail to meet the everchanging needs of a modern corporate tenant. A company that has both, the technical know-how to turn-around the assets and the financial means to execute these turn-arounds, will thrive for the years to come. alstria's corporate strategy is based on the following principles:

Operational excellence:

- alstria concentrates its investment on a limited number of markets. These are the most liquid and dynamic markets from a real estate investment perspective as well as from a tenant demand perspective. All of these markets have an above average population growth prospect in common. alstria deploys a local presence in each of the markets in which alstria operates and develops proprietary knowledge on the market dynamic overtime.
- alstria integrates the full value chain of real estate. Over its lifecycle all assets will move from Core, to Core-plus to Value-add. alstria strives to be in a position to manage the assets at any phase of their lifecycle and to capture the specific opportunities that are offered by each phase.
- Internal technical knowledge is a key factor to success. While alstria relies on service providers to operate its portfolio, it needs to keep pace with the necessary technical knowledge in order to make educated decisions and to implement better controls.
- Operational excellence goes hand in hand with a state-of-the-art IT infrastructure that supports alstria's operations, allows for efficiency gains, and a better risk management across the organization.

Financial discipline:

- As a listed company, alstria has access to a pool of permanent equity capital, as well as renewable debt capital to support its operations. Maintaining this access to capital is a key prerequisite to the success of alstria.
- Transparency, reliability, and first-class corporate governance are the cornerstones of alstria's capital market approach and corporate behaviour.
- alstria believes that the initial acquisition price of a property has a significant effect on the overall performance of alstria going forward. As such alstria applies strict underwriting criteria to its investments. Properties are underwritten based on unlevered scenarios on a risk-adjusted basis. This approach allows alstria to assess the potential profitability of a transaction on a long-term sustainable basis, without consideration given to short-term financial market specificities.
- alstria takes a holistic approach on managing its balance sheet risk. Considering the risk alstria takes in its operational business and the risk embedded in the volatility of the real estate commercial market, alstria aims at keeping the average Net Loan to Value (LTV) below 35% across the cycle.
- alstria is a total return business, which strives to outperform the returns of the underlying property markets. The value created by alstria will translate into a steady stream of dividend payments to its shareholders, combined with capital gains linked to the improvement of the value of the assets. alstria will realize the capital gains opportunistically when alstria believes that it can benefit from asset mispricing in the market.

| Key points of alstria's strategy | |
|--|---|
| Operational Excellence | Financial Discipline |
| <ul style="list-style-type: none">• Focus on a limited number of markets, with local presence in each market• Management of the assets over their entire lifecycle• Best-in-class efficient organization supported by up-to-date IT infrastructure | <ul style="list-style-type: none">• Maintain capital discipline and access to funding through capital markets• Reliability, transparency and first-class corporate governance as cornerstones of the capital market approach• Total return business, striving for both capital and revenue growth |

The management board remuneration system as applicable since January 1, 2021 (**"Management Board Remuneration System 2021"**), however subject to approval by the annual general meeting in 2021, is designed to be clear and understandable and to support the long-term and sustainable development of alstria. The system is geared towards transparent, performance-related remuneration that is strongly linked to the success of alstria and depends, in particular, on the achievement of long-term targets as well as the development of alstria's share price.

The Management Board Remuneration System 2021 has been designed to properly address the challenges and opportunities of alstria's strategy:

In order to achieve operational excellence and reliability, alstria's operations need to be managed tightly, while keeping the flexibility to react to a changing environment. alstria uses the FFO (Funds from Operations), as an indicator for its cash generating capacity, and therefore as a basis for the dividend it will pay to the shareholders. It guides the market annually on both its expected revenue generation and its projected FFO. As such, the ability of the management board to properly manage the FFO generation capability is key to achieving alstria's strategic goal on the short-term. The Short-Term Incentive (STI) therefore measures part of the performance based on the achieved FFO per share. Furthermore, the use of Environment, Social, Governance (ESG) related targets in the STI underlines sustainable corporate development.

The nature of alstria's business is long-term by default. It takes between two to three years between the start of a refurbishment and the ability to access its actual results. In that timeframe, a number of changes which are exogenous to the company might influence the performance. The management's Long-Term Incentive (LTI) is designed to measure the shareholder value that is created by alstria considering the above. If alstria is able to achieve its operating targets it is able to use its cash flow to pay a steady dividend and the capital gains it creates should allow for the share price to increase. The LTI therefore focusses on the share price performance (Total Shareholder Return) both relatively to the industry, and to a lesser extend in absolute terms.

Remuneration and employment conditions of alstria's employees have also been considered when structuring management board remuneration. Performance-oriented pay is implemented for executives and employees at alstria. A share-based remuneration component is granted to the employees as well.

Provisions of the German Stock Corporation Act (AktG) and recommendations for the remuneration system for members of the management board in section G of the German Corporate Governance Code (GCGC) provide the regulatory framework for the remuneration system.

This Management Board Remuneration System 2021 applies to all members of alstria's management board as of January 1st, 2021. In case of new appointments, the service contract will also be based on this system.

2. Procedure for determining and implementing the remuneration system

The supervisory board is responsible for determining, implementing and reviewing the remuneration of the management board. The nomination and remuneration committee formed from among the members of the supervisory board discusses and reviews the remuneration system for the management board at regular intervals and whenever necessary and prepares resolutions on any changes. Therefore, any changes or relevant updates for the remuneration system will be prepared by the nomination and remuneration committee. However, the whole supervisory board is responsible for the final decision.

The Management Board Remuneration System 2021 approved by the supervisory board will be submitted to the annual meeting of shareholders for approval for the first time at the annual general meeting in 2021. In the future, the remuneration system will be submitted to the annual general meeting for approval in the event of significant changes, but at least every four years. In the event that the annual general meeting does not approve the Management Board Remuneration System 2021, the implementation as per January 1, 2021 will be cancelled and the existing remuneration system as approved by the annual general meeting in 2017 will remain in force. In such case, a revised remuneration system will be put to the vote at the following annual general meeting.

Total remuneration of the individual management board members is determined by the supervisory board and covers all activities within the alstria Group. Criteria for the appropriateness of the remuneration include the duties of the individual management board member, the personal performance, the economic situation, the success and future prospects of alstria, as well as the customary nature of the remuneration, taking into account the competitive environment and the remuneration structure otherwise applicable in alstria.

To assess the appropriateness of total remuneration of the members of the management board compared to other companies, the supervisory board uses a suitable peer group of relevant competitors in the Real Estate business. In order to reflect national market practice and company size, MDAX companies are also considered. In order to assess the customary nature of remuneration within alstria, the ratio of management board remuneration to the remuneration of senior management reporting directly to the management board and of all employees is taken into account. Thereby, alstria regularly compares the average compensation levels (fixed salary, bonus, participation rights, excluding pension and healthcare) and reviews and publishes the CEO pay ratio, which shows the CEO total compensation in relation to the median total compensation of all employees and managers.

A lack of independence and conflicts of interest of members of the supervisory board and its nomination and remuneration committee may prevent independent advice and supervision when determining the remuneration of the management board. The majority of members of our supervisory board and its nomination and remuneration committee is composed of independent members. Furthermore, the members of the supervisory board and the nomination and remuneration committee are required by law, the GCGC and the internal rules of procedure for the supervisory board to disclose immediately any conflicts of interest they may have. In such cases, the supervisory board takes appropriate measures to take account of the conflict of interest. For example, the members concerned do not participate in discussions and resolutions.

3. Overview of the Management Board Remuneration System 2021

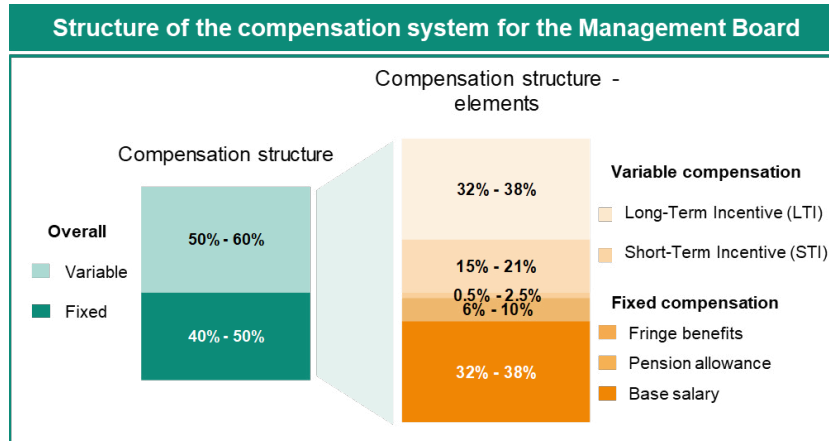
The following table summarizes the remuneration components and further contractual provisions of the remuneration system which are described in more detail below. Significant changes compared with the remuneration system adopted in 2017 are highlighted in bold in the table and explained in more detail under no. 6 below.

| | | | | |
|--|---------------------------|---|--|-----|
| Fixed remuneration | Annual base salary | • Annual base salary paid in twelve monthly installments | | |
| | Pension allowance | • Monthly grants of cash for private pension purposes | | |
| | Fringe benefits | • Use of company cars and insurance premiums | | |
| Variable remuneration | Short-Term Incentive Plan | Type of plan | • Target bonus model | |
| | | Performance period | • 1 year | |
| | | Targets | • 80% FFO per share (0-150%) <i>[used to be: 100%]</i> • 20% ESG targets (0-150%) • Individual multiplier (0.8-1.2) <i>[used to be: (0.7–1.3)]</i> | new |
| | | Payout | • Payout 0% - 150% of target amount in cash | |
| | Long-Term Incentive Plan | Type of plan | • Stock award plan | |
| | | Performance period | • 4 years | |
| | | Targets | • 25% Absolute TSR price development (0 - 150%) • 75% Relative TSR price development compared to FTSE EPRA/NAREIT Developed Europe (0 - 150%) • No individual multiplier <i>[used to be: multiplier of (0.7–1.3)]</i> | new |
| | | Payout | • Payout 0% - 250% of target amount in shares or in cash | |
| Malus & Clawback | | • Reduction of variable remuneration which has not been paid out and reclaim of variable remuneration which has been paid out in cases of compliance violations and/or incorrect consolidated financial statements | | new |
| Termination in case of change of control | | • Management Board members are considered not to be responsible for a withdrawal after a change of control for up to 12 months after a change of control <i>[used to be: 6 months]</i> | | new |
| Share Ownership Guidelines | | • Management Board members are obliged to hold shares amounting to three times annual gross base salary | | |
| Maximum remuneration | | • Maximum remuneration p.a. for the CEO is EUR 2,600,000 and for the CFO EUR 2.100.000. | | new |

3.1. Remuneration structure

The remuneration of the members of the management board comprises fixed and variable remuneration. The fixed remuneration consists of an annual base salary, a pension allowance and fringe benefits. The variable remuneration is composed of short-term and long-term variable remuneration components. Management board remuneration is geared towards the long-term and sustainable development of alstria. Therefore, the portion of the Long-Term Incentive (LTI) outweighs the portion of the Short-Term Incentive (STI).

The remuneration structure of total target remuneration is similar for CEO and CFO. The ranges for the portions of the remuneration components are therefore shown consolidated in the following chart:



3.2. Maximum remuneration

Pursuant to section 87a paragraph 1 sentence 2 number 1 AktG, the supervisory board is required to set a maximum remuneration for all remuneration elements, comprising base salary, fringe benefits, pension allowance and short-term variable and long-term variable remuneration.

For the CEO, the maximum remuneration that can be paid in relation to any given year is EUR 2,600,000. For the CFO and potential future ordinary management board members, maximum remuneration that can be paid in relation to any given year is set at EUR 2,100,000. Extraordinary performance is required to actually achieve these maximum amounts.

3.3. Fixed remuneration

Fixed remuneration for the management board consists of an annual base salary, a pension allowance and fringe benefits:

3.3.1. Annual base salary

Annual base salary is paid in twelve equal monthly installments at the end of each month. If the service contract begins or ends during a financial year, the annual base salary for that financial year shall be payable on a *pro rata temporis* basis.

3.3.2. Pension allowance

alstria grants the members of the management board a monthly cash amount for pension purposes. This pension allowance is defined as an absolute euro amount for each member of the management board in their respective service contract. For reasons of transparency and risk management, alstria has chosen a private pension plan for the management board members. Thus, there are no unforeseen future liabilities for alstria for pension claims.

3.3.3. Fringe Benefits

Members of the management board also receive benefits in kind; these mainly consist of insurance premiums for disability and life insurances and the private use of a company car. As a remuneration component, these ancillary benefits are taxable. Income tax for the company car incurred through private use is borne by the management board member. In principle, all management board members are equally entitled to fringe benefits, while the amount varies depending on their personal situations.

In order to attract the most suitable candidates, the supervisory board may grant newly joining management board members additional fringe benefits such as a housing allowance or relocation costs. In case a newly joining management board member foregoes long-term variable remuneration at the former employer, such amount may be compensated as a one-time payment against the provision of evidence. All fringe benefits including a one-time payment to compensate foregone long-term variable remuneration at a previous employer are included in the maximum compensation and therefore capped.

3.4. Variable remuneration

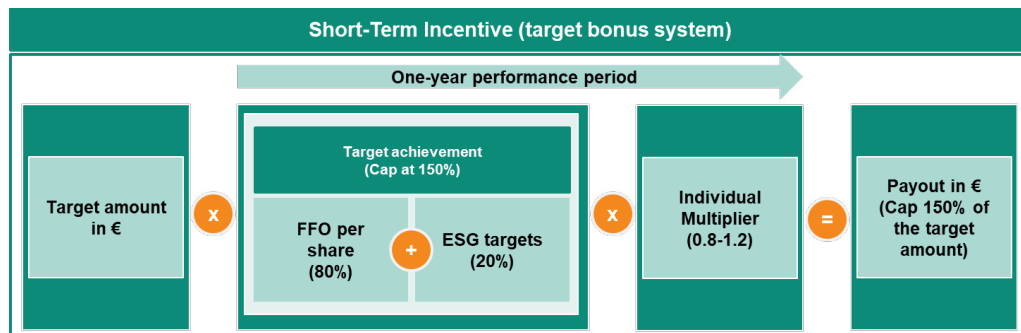
Variable remuneration consists of two components with different performance periods.

3.4.1. Short-Term Incentive (STI)

3.4.1.1. Functionality of the STI

As a short-term performance-based remuneration component, the STI is linked to the development of certain quantitative performance targets. It is designed as a target bonus system. A possible STI payout amount is calculated as the overall target achievement times the individual target amount as indicated in the respective service contract; it is capped at 150% of the individual target amount (cap) and is paid out in cash. Overall target achievement is determined based on the weighted target achievement of the performance targets. The performance targets support alstria's strategy. In addition to the performance targets, an individual multiplier ranging between 0.8 to 1.2 is applied to determine the final payout.

The STI functions as follows:

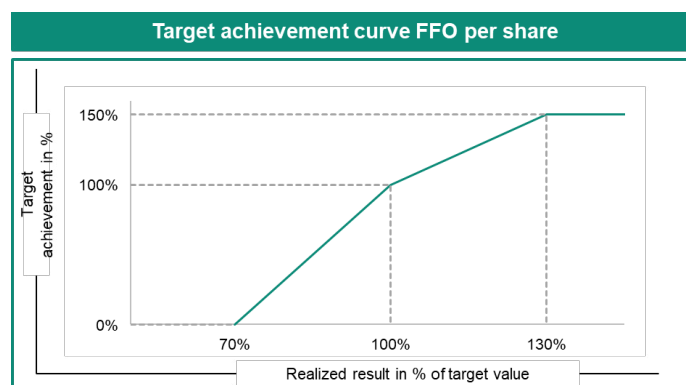


3.4.1.2. Performance targets of the STI

The first STI performance target is the Funds From Operations (FFO) per share which contributes a weighting of 80% to the overall achievement of the STI. Funds From Operations are a key metric of alstria's strategy since they define the cash flow from operations. FFO per share is a non-GAAP metric which is frequently used for real estate companies in lieu of earnings per share. alstria publishes annually its FFO and FFO per share as well as a detailed reconciliation with its IFRS accounts.

The impact that acquisitions or disposals and changes to alstria's share capital have on the FFO per share for a financial year, will be disregarded by the supervisory board to guarantee a fair and well-balanced incentive.

The payout amount of the STI depends on the degree of target achievement for the FFO per share. The ratio of the FFO per share actually achieved during the financial year is measured against the budgeted FFO per share. Target achievement for the FFO per share target can range between 0% and 150%. For a payout to occur, at least 70% of the performance target value must be achieved (threshold). If the actually achieved FFO per share is equal to the budgeted FFO per share the target achievement will be 100%. A maximum of 130% of the performance target value can be achieved (cap) and results in a target achievement of 150%. Within the range of 0% and 150%, target achievement for FFO per share is calculated by using linear interpolation and commercially rounded to two decimal places.



As second STI performance target, ESG targets with a total weighting of 20% are used. For the ESG criteria, the following catalogue applies:

| Criteria | |
|----------|----------------------------------|
| 1 | Carbon emissions |
| 2 | Resource management |
| 3 | Employees |
| 4 | Diversity & inclusion |
| 5 | Employer brand |
| 6 | Supply chain management |
| 7 | Community engagement |
| 8 | Sustainable portfolio management |
| 9 | Ethics |
| 10 | Compliance |

The supervisory board (after suggestion by the nomination and remuneration committee) decides on criteria of relevance for the respective financial year. The selected criteria are then operationalized by specific targets and their weighting (within the total weighting of the ESG targets of 20%) is determined. Any ESG target defined needs to be reasonably quantifiable and measurable. Target achievement for ESG targets can range in general between 0% and a maximum of 150% whereby the supervisory board defines thresholds, target and maximum levels.

Overall target achievement is determined by calculating the weighted target achievements of the two performance targets (FFO per share and ESG targets).

The preliminary payout value achieved is multiplied with an individual multiplier ranging between 0.8 and 1.2. This enables the supervisory board to take into account the personal performance of the individual management board member in addition to the achievement of financial and ESG performance targets. Criteria for this can include the individual performance of the management board member in the relevant financial year as well as his/her responsibilities within the alstria group. In addition, extraordinary events or developments can be considered at the supervisory board's reasonable discretion within the range of the multiplier. In any case, payouts from the STI cannot exceed 150% of the target amount.

The respective FFO per share and ESG targets as well as the resulting target achievement will be published ex post in the remuneration report. In addition, the rationale for the application of the individual multiplier will be explained.

For the year 2021, Carbon emissions, Compliance and Resource Management have been selected as ESG criteria. The respective ESG targets are as follows:

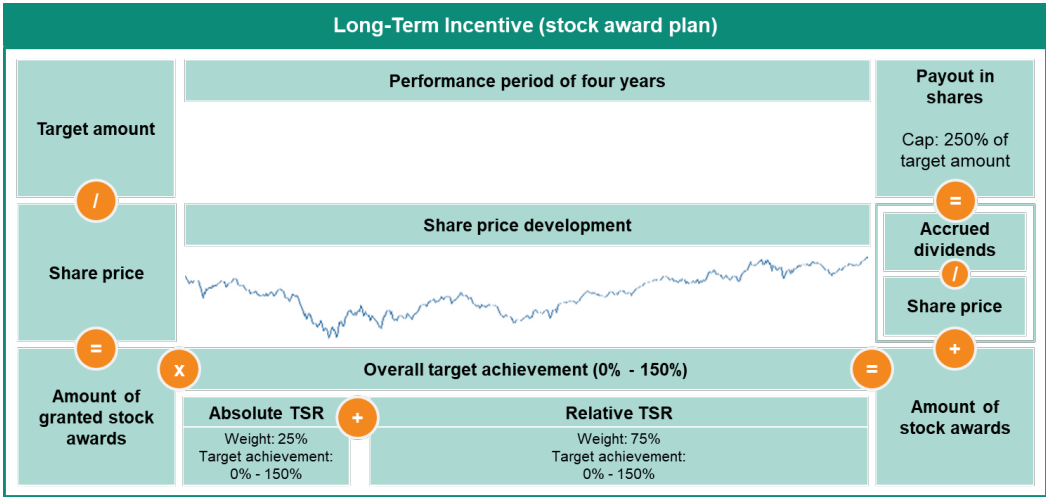
- Carbon emissions (50% weighting):
alstria remains at least on the path to achieve the science-based targets (assuming a linear decrease of emissions between 2018 and 2030). This target cannot be exceeded and is thus capped at 100% target achievement. If alstria is not on the path, target achievement is zero.
- Resource Management (50% weighting):
Successful renewal of the ISO 50001 certification for the energy management system. This target cannot be exceeded and is thus capped at 100% target achievement. If alstria does not successfully renew the ISO 50001 certification, payout is zero.
- Compliance is used as a knock-out criterion:
In case of incidents of corruption or non-compliance, i.e. a fine/penalty or other payment (higher than EUR 5,000) for a major breach of corporate compliance regulations, the target achievement for the entire ESG component is zero.

3.4.2. Long Term Incentive (LTI)

3.4.2.1. Functionality of the LTI

The Long-Term Incentive Plan provides for virtual stock awards, which are converted into alstria shares after a four-year performance period. Payments can also be made in cash instead of shares. In each financial year, the members of the management board are granted a long-term variable remuneration element (LTI) with a target amount determined in the service contract. The number of stock awards to be granted is based on the target amount divided by the arithmetic mean of the alstria share price during the 60 trading days prior to the grant date. The number of stock awards granted is then adjusted depending on the performance of alstria's share during the performance period both in absolute and relative terms compared to a peer group. Payout of the Long-Term Incentive Plan is capped at 250% of the target amount. Payout is generally made in shares.

The LTI functions as follows:



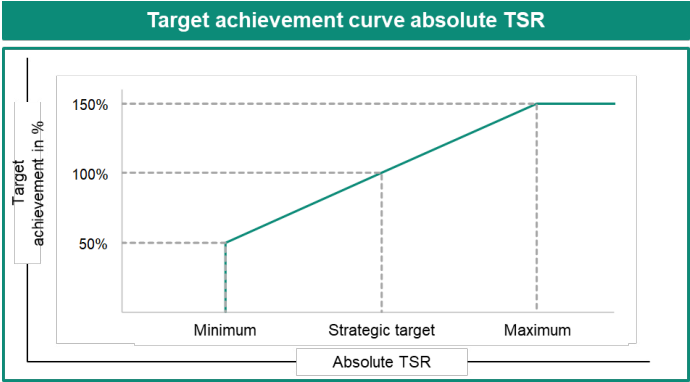
3.4.2.2. Performance targets of the LTI

Performance targets to determine the performance are absolute total shareholder return (“**TSR**”) and relative TSR.

Absolute TSR has a weighting of 25%. Using the absolute TSR as a performance target aligns the interests of the members of the management board with those of the shareholders. The absolute TSR is generally derived from the weighted average cost of capital (WACC). The strategic target for the absolute TSR as well as the target achievement threshold (minimum and maximum) are determined by alstria’s supervisory board at the grant date of every tranche.

To calculate the absolute TSR development over the four-year performance period, the arithmetic mean of alstria’s share performance (including reinvested dividends) over the last 60 trading days at the end of the four-year performance period is compared the arithmetic mean of alstria’s share performance over the 60 Trading Days prior to grant date at the beginning of the performance period, commercially rounded to two decimal places.

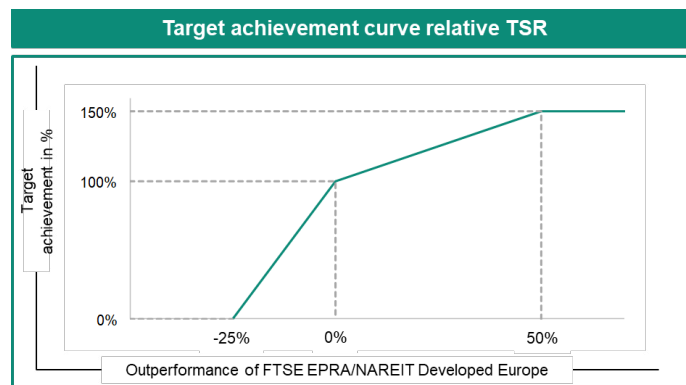
For a payout to occur, the minimum absolute TSR target needs to be achieved resulting in a target achievement of 50%. If the realized absolute TSR is equal to the strategic target, the target achievement will be 100%. At maximum, 150% target achievement can be reached for the absolute TSR target (cap). Within the range of 0% and 150%, target achievement for the absolute TSR is calculated by using linear interpolation and commercially rounded to two decimal places.



Relative TSR has a weighting of 75%. By using relative TSR, an outperformance of relevant competitors is incentivized, and interests of the shareholders are taken into account. Relative TSR measures the return for shareholders consisting of share price development (including reinvested dividends) of alstria compared to a selected peer group over the entire four-year performance period. alstria compares its performance to the performance of relevant competitors, the FTSE EPRA/NAREIT Developed Europe index.

As for the absolute TSR of alstria, 60 trading day averages are used for the TSR of FTSE EPRA/NAREIT Developed Europe index as well. The resulting absolute TSR of the FTSE EPRA/NAREIT Developed Europe index is subtracted from the absolute TSR of alstria to calculate the outperformance.

For 0% outperformance of the index, target achievement is 100%. A threshold defined by the supervisory board, e.g. of -25% outperformance, results in 0% target achievement. The cap is reached by a threshold defined by the supervisory board, e.g. 50% outperformance of the index, giving 150% target achievement. Within the range of 0% and 150%, target achievement for relative TSR is calculated by using linear interpolation and commercially rounded to two decimal places.



Overall target achievement of the LTI is determined by the weighted average target achievement of the absolute and relative TSR performance target. It is then multiplied with the amount of granted stock awards resulting in a final number of stock awards to be transferred to the management board member. In addition, dividends accumulated during the performance period are paid out in shares to the management board member as well.

The remuneration due to the management board is settled in shares and is in no event higher than 250% of the target amount. Payouts above this amount forfeit. Instead of in shares, payouts can be made in cash. In case of a cash payout, the amount results from the number of stock awards multiplied with the arithmetic mean of alstria's share price on the last 60 trading days prior to the end of the performance period.

In the event of a delisting of alstria's shares from the Frankfurt Stock Exchange, the performance period ends with the day of the announcement of the delisting. In case that the number of issued shares is increased or decreased during the performance period by means of a share split resp. consolidation of shares, the number of granted stock awards shall be increased resp. decreased in the same proportion.

The respective absolute TSR targets as well as the resulting target achievement for absolute and relative TSR will be published ex post in the remuneration report.

3.5. Malus and Clawback of variable remuneration

All variable remuneration components of the management board members are only paid out after the end of the regular performance period. In the event that a management board member deliberately commits a material breach of

- a material duty of care within the meaning of section 93 German Stock Corporation Act (AktG) or
- a material duty under the service contract,

the supervisory board may at its reasonable discretion (section 315 of the German Civil Code (*Bürgerliches Gesetzbuch*, "**BGB**")) reduce the unpaid variable remuneration in the performance period of which the breach occurred in part or in full ("**Malus**") or reclaim parts or all of the gross amount of any variable remuneration already paid out ("**Clawback**").

Notwithstanding the above, management board members must repay any variable remuneration already paid out if and to the extent that

- it turns out after the payment that the audited and approved consolidated financial statement on which the calculation of the payment amount was based was incorrect and must therefore be publicly restated according to legal requirements and the relevant accounting standards, and
- based on the restated, audited consolidated financial statement and the relevant remuneration system, a lower or no payment amount would have been owed from the variable remuneration.

3.6. Share Ownership Guidelines

Members of the management board are required to acquire alstria shares corresponding to three years' annual base salary over a period of five years and to hold these stocks until they leave office. Share Ownership Guidelines aim in particular at aligning the interests of the members of the management board with those of the shareholders and thus at promoting sustainable entrepreneurial action.

4. Remuneration-related legal provisions

4.1. Terms of management board service contracts

Service contracts are in general concluded for three years. Even if German law provides that reappointments might be made for a maximum of five years, alstria's internal rules provide a general limitation to three years which shall also apply to reappointments. Service contracts end automatically with the end of appointment of the management board member without any notice of termination being required.

4.2. Contract termination provisions

In the event of resignation from office by the member of the management board or a withdrawal of the appointment as member of the management board pursuant to section 84 paragraph 3 AktG, the service contract ends after the expiration of the notice period of section 622 BGB. The right of alstria and the management board member to terminate the service contract for good cause (*"wichtiger Grund"*) pursuant to section 626 paragraph 1 BGB remains unaffected.

In case of an early termination of the service contract by mutual agreement, the management board member will receive the remuneration for the rest of the term of the service contract, but no more than the value of two years' full remuneration in any case calculated on the basis of the total remuneration for the foregoing full financial year (severance payment). The same shall apply in case of a withdrawal of the appointment according to section 84 paragraph 3 AktG, (but not in case of resignation by the management board member), if the withdrawal of appointment occurred for reasons the management board member is not responsible for.

Any withdrawal of the appointment occurring within a period of up to twelve months following a change of control, shall be considered as a withdrawal the management board member is not responsible for, unless the withdrawal is for good cause (*"wichtiger Grund"*) pursuant to section 626 paragraph 1 BGB).

In case within a period of up to twelve months after a change of control the position as member of the management board is materially negatively impacted (e.g. by a material reduction of his responsibilities), the management board member has the right to resign from office and to terminate the service contract with a notice period of three months to the end of a month. In this case, the management board member will receive the severance payment.

A change of control occurs if (i) a third party acquires at least 30% of the voting rights in alstria pursuant to sections 29, 30 German Takeover Law (WpÜG) or (ii) alstria as a dependent entity, concludes a corporate agreement within the meaning of section 291 et seq. AktG or (iii) alstria is merged with a non-affiliated entity pursuant to section 2 et seq. of the German Reorganization Act (UmwG), unless the enterprise value of the other entity is, at the time the merger decision is made by the transferring company, less than 20% of alstria's enterprise value.

In the event of a contract termination, the STI shall be forfeited in case the contract is terminated by alstria for good cause or the management board member has terminated the service relationship without notice and without good cause (*wichtiger Grund*). In any other cases, the STI shall remain unaffected.

For the LTI, there is no payout respectively transfer of shares before the end of the performance period, except for the case alstria is delisted.

If a board member retires from service with alstria for reasons of reaching the retirement age, invalidity, occupational disability, early retirement, or death the number of granted stock awards shall remain unaffected. The stock awards will still be transferred at the end of the performance period. The same applies in the case of termination due to mutual agreement.

If the service contract with alstria is terminated by alstria for good cause (*wichtiger Grund*) subject to section 626 BGB, all granted stock awards forfeit. The same applies in the event that the management board member has resigned from office without good cause.

4.3. Post-Contractual Non-Compete Obligation

Post-Contractual Non-Compete-Obligations are agreed with the management board members. For the duration of six months after the termination of the service contract (for whatever reason), the management board member may not exercise any professional activity for an enterprise which is in direct or indirect competition to alstria. The management board member also undertakes, for the duration of six months, not to set up or to acquire or to directly or indirectly participate in such a company. alstria may waive the Post-Contractual Non-Compete-Obligation at any time, and with the expiration of a period of notice of six months.

For the duration of the Post-Contractual Non-Compete-Obligation, alstria shall pay to the management board member a remuneration amounting to 100% of his last base salary. Payment of this remuneration is due at the end of each month. Remuneration from any professional activity which is not in competition to alstria shall be set off against accordingly. Furthermore, any severance payment to a management board member will be offset against any payments according to the Post-Contractual Non-Compete-Obligation as far as the severance payment is due for the duration of the Post-Contractual Non-Compete-Obligation.

4.4. Remuneration in case of illness, death, or accident

In case of illness, the payments of the base salary shall be continued during the period of disability for up to six months. The STI shall be paid on a *pro rata temporis* basis, however, for no more than six months.

In the case of death during the term of the service contract, the base salary shall be paid for the month of death and the following three months. The STI shall be paid on a *pro rata temporis* basis until the end of the month of death.

4.5. Secondary activities

Management board members of alstria shall only be permitted to take on any other occupation or secondary occupations against payment or without payment after obtaining prior written confirmation of a consenting resolution of the supervisory board. The members of the management board are not entitled to remuneration for the membership in intra-group supervisory boards. For board mandates outside the group the supervisory board decides whether and to what extent this remuneration shall be offset.

5. Temporary deviations from the remuneration system

Pursuant to section 87a paragraph 2 sentence 2 AktG, the supervisory board is entitled to temporarily deviate from the remuneration system if this is necessary in the interests of the long-term welfare of alstria. A deviation from the remuneration system requires a corresponding resolution of the supervisory board establishing the exceptional circumstances and the necessity of a deviation. Unfavorable market developments are not considered as exceptional circumstances justifying the need to deviate from the remuneration system. Pursuant to section 162 paragraph 1 sentence 2 number 5 AktG, in the event of a deviation, the affected components of the remuneration system from which the deviation was made must be stated in the remuneration report and the necessity of the deviation must be disclosed.

Even in the event of a deviation, the remuneration must be geared towards the long-term and sustainable development of alstria. A temporary deviation from the remuneration system is possible with regard to the following components:

- Modification of the performance criteria of STI and LTI.
- Adjustment of the ranges of possible target achievement for both variable remuneration components
- Granting of extraordinary fringe benefits to compensate for interim expenses
- Granting of additional remuneration components or replacement of existing remuneration components to ensure the incentive effect of management board remuneration.

6. Significant changes compared to previous remuneration system

The Management Board Remuneration System 2021, effective from January 1, 2021 ("**Effective Date**") and applicable to current members of the management board, provided that the annual general meeting approves the Management Board Remuneration System 2021, differs from the previous remuneration system in the following aspects:

- Introduction of ESG targets in the STI with a weight of 20%, thus reducing the weight of the FFO per share target to 80%.
- Reducing the range of the individual multiplier for the STI from 0.7–1.3 to now 0.8–1.2 to follow common market practice.
- Abolishment of the individual multiplier for the LTI. This change not only applies for future tranches of the LTI, but to all tranches outstanding on the Effective Date (i.e. LTI 2017/2021, LTI 2018/2022, LTI 2019/2023 and LTI 2020/2024).
- Introduction of Malus and Clawback on variable remuneration.
- Definition of maximum remuneration.
- Clarification of change in control and implementation of double-trigger for termination by management board member: Any withdrawal occurring within a period of up to twelve months following a change of control shall be considered as a withdrawal the member of the management board is not responsible for, unless a good cause for the termination is confirmed by a court. Severance payment is also due in case the position of a member of the management board is materially negatively impacted within the period described above and the member of the management board terminates the Service Contract.
- The term of the current appointment and of the service contracts for the management board members until end of 2022 remains unchanged. The supervisory board aimed at introducing the new remuneration system as of January 2021, i.e. during the current term. To achieve a balance in the negotiations between introducing for example Malus and Clawback and a maximum remuneration, compensation level of base salary, Short-Term Incentive and Long-Term Incentive will be increased by about 10% in total as of the Effective Date dependent on an approval of this Remuneration System for the Management Board Members 2021 by the annual general meeting. The pension allowance will not be increased. The last increase of base salary, Short-Term Incentive and Long-Term Incentive was granted in 2009.

Remuneration system for the supervisory board members 2021

(Agenda item 9: Confirmation of the remuneration for the supervisory board members)

1. Principles of the remuneration system for members of the supervisory board

Following the implementation of the second European Shareholder Rights Directive into German law, a remuneration system must also be developed for the members of the supervisory board in accordance with section 113 paragraph 3 AktG and submitted to the annual general meeting for resolution.

The structure of supervisory board remuneration follows the following guiding principles:

Fixed remuneration ensures that the supervisory board can exercise its control and advisory function in an independent manner, detached from the short-term success of alstria. This enables the supervisory board in particular to focus its activities on the long-term development of alstria.

Remuneration levels take into account the functions and the respective responsibilities of the supervisory board members and are in an appropriate relationship to the situation of alstria. In particular, appropriate consideration is given to the greater amount of time spent in the function of chair and deputy chair as well as the chair and members of the committees.

Provisions of the AktG and recommendations for the remuneration of members of the supervisory board in the GCGC form the regulatory framework of the remuneration system.

2. Procedure for determining and implementing the remuneration system

The remuneration for the members of the supervisory board is decided by the annual general meeting.

At least every four years or in case of a change, the remuneration system of the members of the supervisory board is submitted to the annual general meeting for resolution. In the event that the annual general meeting does not approve a remuneration system put to the vote, a revised remuneration system shall be presented at the latest at the following the annual general meeting.

3. Structure of the remuneration system for members of the supervisory board

Members of the supervisory board each receive an annual fixed remuneration of EUR 50,000. The chair of the supervisory board receives an additional annual amount of EUR 100,000 (factor 3); the deputy chair receives an additional amount of EUR 25,000 (factor 1.5).

Membership in the audit committee entitles a member to an additional remuneration of EUR 10,000, while the chair of the audit committee receives EUR 20,000 per year (factor 2). Membership in the nomination and remuneration committee as well as the finance and investment committee each entitle a member to an additional annual remuneration of EUR 7,500. The chairs of these committees are compensated with additional EUR 15,000 per year (factor 2). Membership in the ESG committee and in temporary committees does not entitle a member to additional remuneration. Members who belong to the supervisory board respectively one of its committees for only part of a year receive a pro rata temporis remuneration.

| Remuneration element | Remuneration of the Supervisory Board |
|---------------------------|---|
| Annual fixed remuneration | Chair: EUR 150,000 Deputy Chair: EUR 75,000 Supervisory Board Member: EUR 50,000 |
| Committee remuneration | Audit Committee: EUR 10,000 / 20,000 (Chair) Nomination and Remuneration Committee: EUR 7,500 / 15,000 (Chair) Finance and Investment Committee: EUR 7,500 / 15,000 (Chair) |

In addition, members of the supervisory board will be reimbursed for their expenses regarding activities (in particular travel, accommodation, subsistence and telecommunications costs) performed for alstria.

Members of the supervisory board have agreed upon and entered into a commitment to acquire shares of alstria for an amount corresponding to the annual fixed remuneration for their activity as members, chair, or deputy chair of the supervisory board (without committees) within three years from their appointment and to hold them for the duration of their membership in alstria's supervisory board (Self-Commitment). By means of this Self-Commitment the members of the supervisory board intend to adhere to the guiding principles of the Share Ownership Guidelines introduced for the members of the management board and to declare their sustained commitment to alstria.

4. Significant changes compared to previous remuneration system

The remuneration of the supervisory board members as last determined at the annual general meeting on May 16, 2017 shall be confirmed and remain unchanged.

Report of the management board to the shareholders in the annual general meeting on item 3 of the agenda

(Investment into Green Projects)

Sustainability is an integral part of alstria's business strategy, governance, and operations. The integration of sustainability into the design, construction, and operation of its properties helps the Company to ensure that its buildings continue to match the needs of their tenants and surrounding communities while also minimizing the Company's environmental impacts.

alstria's sustainability approach is based on a three-pillar model and considers the effects of business activities in the areas of economy, ecology, and social issues. In particular in the area of ecology, the management board believes it is time to strive for further improvements. After all, tackling the climate change crisis is one of the biggest challenges the world's economies have faced in years and alstria is committed to limiting the impact of its operations on the overall environment to the best extent possible. alstria and its employees conduct an open, objective and comprehensive dialogue with the public and its business partners and also work closely with the authorities and inform our stakeholders adequately on relevant energy topics. Shareholders are also to be increasingly involved in this dialog. This is intended to contribute to better mutual understanding.

alstria has already achieved a lot. With the aim of decarbonizing its portfolio, alstria managed in 2018 already to procure 100% renewable energy for the electricity that it controls, achieving its RE100 target. alstria's 2020 carbon emissions are 63% lower than in the base year 2013, and alstria is the only German real estate company which has its Carbon reduction targets approved by the Science Based Target Initiative. Finally, its comprehensive sustainability strategy was recognized by ESG rating boards, including MSCI, CDP, S&P and ISS-oekom. alstria's policy and approach is not to build new buildings, but to focus on modernizing existing properties in its portfolio. In order to accelerate the pace of decarbonization, alstria has established low-carbon design principles, among others. The low-carbon design principles are the basis for construction activities to decarbonize the portfolio. alstria will continue to pursue its strategy of making any investment that generates a positive financial return and is sustainably beneficial. As such, the underlying business model of alstria offers ample opportunities to achieve both attractive financial returns while improving the overall environmental impact of the Company, and alstria is taking on all these opportunities.

However, alstria is constantly asked by shareholder representatives whether and to what extent these initiatives could be accelerated. alstria has to this end identified the Green Projects described in more detail below, which the Company would not undertake on purely financial criteria, but would help to accelerate the decarbonization of the Company's operation and/or to develop tools that could – if successful – assist in the same respect in the future. Therefore, as part of the ongoing dialogue that the Company intends to continue with its shareholders, it is asking them to vote on whether to make an investment in the following Green Projects. There is no legal obligation for alstria to make these investments.

Green Projects:

1. Renewable energy generation – installation of solar panels

For purely financial reasons the installation of solar panels on the rooftops of alstria's properties would not be a profitable investment for alstria. As an office real estate landlord, alstria is not allowed to directly resell the energy produced by the solar panel to the users of the building; likewise, the users are not obliged to buy the electricity. The energy would therefore have to be resold to the grid operator at the price of the feed-in tariff, currently EUR 0.07 per kWh. Assuming a solar panel lifetime of 25 years, the calculation is as follows:

- Cost for 1 kWp = EUR 1,100 (net)
- Average annual production = 855 kWh/year
- Annual revenues = EUR 46/kWp (feed-in tariff minus maintenance costs of EUR 0.02/kWh)
- Revenues over lifetime = EUR 1,142

The profit of EUR 42 would not be sufficient to cover the capital costs of the Company. This would correspond to a return of about 1% per year, which is significantly below what alstria would expect. For this reason, alstria would not make this investment if alstria was only looking at it from a financial point of view.

However, as a renewable energy, solar power makes an important contribution to the success of the energy transition. Office buildings offer high potential in this context, as they are usually used during the day when solar power is available; at night, they are usually empty. In addition, generating energy at or near the point of consumption avoids large line losses. Solar installations are therefore an important tool on the road to decarbonizing office buildings.

Against this background, a total amount of up to EUR 1.25 million (including. VAT) shall be spent to equip properties owned by the alstria group with solar roof panels with a total of up to 900 kWp. The net investment costs per 1 kWp of solar panels amount to approximately EUR 1,100.

alstria will start the implementation immediately after the resolution has been passed by the annual general meeting. The Company will report back on the progress made on the following annual general meeting(s).

2. *Contribution to carbon removal projects*

Carbon removal is the physical removal of a specific amount of CO² from the atmosphere that exactly offsets an emission elsewhere.

Current carbon removal technology is still in its infancy. Unlike other major CO² emitters, the real estate industry's emission points are scattered (uneven and widely dispersed over time). Therefore, it is difficult to implement capture mechanisms at the point of emission. However, the real estate industry needs to find a viable carbon removal technology that can remove a large amount of dispersed CO² emissions in an efficient manner. None of the existing Direct Air Capture (DAC) or Carbon Capture and Sequestration (CCS) processes would be efficiently applicable to real estate emissions.

Against this background, an amount of up to EUR 0.75 million in total shall be made available for the purpose of research and concept validation for carbon removal projects, that could provide the real estate industry (and alstria in particular) with an easy-to-implement carbon removal tool.

For this purpose, alstria has identified the Project Vesta as a first candidate that could benefit from a possible investment contribution funding. Project Vesta is a scientific project that tests on a large scale a process that aims to accelerate the carbonization process of a rock called olivine, removing CO² from the atmosphere. alstria will also look for other technologies or projects to consider.

The Company will report on the following annual general meeting(s) on which project it has invested in and the progress those projects have made.

Total investment amount of up to EUR 1.78 million – Green Dividend

The total investment amount for the Green Projects is up to EUR 1.78 million. This total investment amount shall be split between investments of up to EUR 1.25 million for the installation of solar panels on alstria Group's properties (see above under number 1 *"Renewable energy generation – installation of solar panels"*) and investments of up to EUR 0.75 million for the support of CO² removal projects (see above under number 2 *"Contribution to carbon removal projects"*).

The total investment amount of up to EUR 1.78 million corresponds to an investment of approximately EUR 1 cent per no-par value share of the Company currently carrying dividend rights. Should the annual general meeting approve the investments in the Green Projects, the management and supervisory board would take this into account in their dividend proposal for the 2021 financial year (if any) and accordingly propose a dividend for distribution to shareholders that is reduced by approximately EUR 1 cent per no-par value share carrying dividend rights.

For more information on the Green Projects and the background of the Green Dividend please visit the website **www.green-dividend.com**.

Further information and instructions

Total number of shares and voting rights

As per the date of the convocation of the annual general meeting, the share capital of the Company is EUR 177,792,747.00 and is divided into 177,792,747 no-par value bearer shares. Each of the 177,792,747 no-par value shares entitles the bearer to one vote in the annual general meeting (section 6 paragraph 1 sentence 2 and section 15 paragraph 3 sentence 1 of the articles of association).

Time data in this convocation

All time information in this convocation refers to the Central European Summer Time (CEST). With regard to the coordinated universal time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

Virtual annual general meeting without physical presence of shareholders or their proxies

Based on the decision of the management board with the approval of the supervisory board pursuant to section 1 paragraph 2 sentence 1 and section 6 sentence 1 COVID 19 Act, the annual general meeting will be held as a virtual annual general meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

The holding of the annual general meeting as a virtual annual general meeting on the basis of the COVID 19 Act leads to some modifications in the course of the meeting and the exercise of shareholders' rights. We therefore ask shareholders to pay particular attention to the following indications on the transmission of the meeting in video and audio, the exercise of voting rights, the right to ask questions and other shareholders' rights.

Registration for the virtual annual general meeting and exercise of voting rights

In accordance with section 14 paragraph 2 and 3 of the articles of association, only those shareholders who are Company shareholders at the commencement of the 21st day prior to the annual general meeting, i.e., **April 15, 2021, 0:00 hours CEST** ("Record Date"), and register for the annual general meeting are entitled to exercise voting rights. The registration must reach the Company by no later than the expiration of **April 29, 2021, 24:00 hours CEST** at the following address together with a separate proof of shareholdings on the Record Date issued by the custodian bank:

Registration office:

alstria office REIT-AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax No.: +49 (0) 89 30903-74675
Email: anmeldestelle@computershare.de

The registration must be made and proof of shareholdings must be provided in text form (section 126b BGB) and must be in German or English. The proof may also be provided by the ultimate intermediary according to section 67c paragraph 3 AktG. Shareholders with registered office abroad may request for information and forms for registration and proof of shareholding in English at **hv@alstria.de**.

After receipt of the registration and the proof of their shareholding by the Company, the shareholders will receive registration confirmations on which the number of their votes is recorded and the required access data for the internet-based annual general meeting and voting system ("**Shareholder Portal**") is printed.

Normally the custodian banks submit the registration and proof of shareholding on behalf of their customers. To ensure the timely receipt of the registration confirmations, we ask that the shareholders request a registration confirmation for the access to the Shareholder Portal from their custodian banks as early as possible.

Free disposability of the shares

The voting rights are determined solely according to the shareholdings of the shareholders on the Record Date. The Record Date does not coincide with a vesting period for the availability of the shareholdings for sale. Even if the shareholdings are sold in whole or in part after the Record Date, exclusively the shareholdings of shareholders on the Record Date shall be decisive for the scope of the voting rights; i.e., the sale of shares after the Record Date has no effect on the eligibility to exercise voting rights and the scope of voting rights. This also applies to the purchase of shares after the Record Date. Persons who do not hold any shares as per the Record Date and only later become shareholders are not eligible to vote.

Particularities of the virtual annual general meeting

Pursuant to section 1 paragraph 2 sentence 1 and paragraph 6 sentence 1 COVID 19 Act the management board of alstria office REIT-AG has decided, with the approval of the supervisory board, to hold the annual general meeting of the Company on May 6, 2021 as virtual general meeting.

The holding of the annual general meeting as a virtual meeting without the physical participation of the shareholders or their proxies does not allow for participation in the general meeting within the meaning of section 118 paragraph 1 sentence 2 AktG (participation by way of electronic communication).

The duly registered shareholders and their proxies have the options described in letters a) to d) below to exercise their shareholder rights via the Shareholder Portal.

Shareholders can reach the **Shareholder Portal** at

<https://alstria.com/investor/#generalmeeting>

via the link **“Access to the Shareholder Portal”**.

Shareholders will access the Shareholder Portal using the access data which they have received with their registration confirmation for the virtual annual general meeting after having fulfilled the requirements stated in the section “Registration for the virtual annual general meeting and exercise of voting rights”.

a) Video and audio transmission

Registered shareholders and their proxies can follow the entire virtual annual general meeting via video and audio transmission on the internet. For this purpose, a webcast is available on the Shareholder Portal on the day of the annual general meeting from 10:00 hours CEST.

b) Exercise of voting rights

Registered shareholders and their proxies can only exercise their voting rights by electronic postal vote or by issuing power of attorney with instructions to the proxies appointed by the Company. For this purpose, the functions “Voting by electronic postal vote” and “Issue power of attorney with instructions to the Company proxies” are available on the Shareholder Portal, each until **May 6, 2021 until the start of voting in the virtual annual general meeting**. For information on the authorization of proxies, see the supplementary information in the section “Procedure for voting by proxy”.

c) Right to ask questions

Registered shareholders and their proxies may ask questions until **May 4, 2021, 24:00 hours CEST**. For this purpose, the function “Ask questions” is available on the Shareholder Portal.

d) Objection to the resolutions of the annual general meeting

Registered shareholders and their proxies who have exercised their voting rights in accordance with point b) may, during the annual general meeting, object to one or more resolutions adopted by the annual general meeting by waiving the attendance requirement. For this purpose, the function “File objection” is available on the Shareholder Portal during the virtual annual general meeting.

The Company cannot guarantee that the transmission on the internet and the reception by each registered shareholder (or his or her proxy) will be technically uninterrupted. We therefore recommend that the above-mentioned rights, in particular the exercise of voting rights, be exercised in good time.

Voting by electronic postal vote

Registered shareholders and their proxies may exercise their voting rights by electronic postal vote. Votes may only be cast via the Shareholder Portal using the function “Voting by electronic postal vote” until **May 6, 2021 until the start of voting at the virtual annual general meeting**. Up to this point, a voting may also be amended or revoked via the Shareholder Portal. For access to the Shareholder Portal, please note the above information in the section “Particularities of the virtual annual general meeting”.

Procedure for voting by proxy

Shareholders can also have their voting rights exercised by a proxy appointed by the Company or any other proxy. In this event, the requirements described in the above section “Registration for the virtual annual general meeting and exercise of voting rights” must be fulfilled for the respective shares as well.

Authorizing proxies appointed by the Company

We offer our shareholders the option to exercise their voting rights via proxies appointed by the Company. Proxies appointed by the Company may only vote in accordance with expressly given instructions on the individual items on the agenda. Should an individual vote take place on an agenda item with joint proposals, the instructions issued for that item shall apply to each subitem.

The granting of the power of attorney (with instructions) and its revocation require at least text form (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in connection with section 126b BGB). Corresponding proxies (with instructions) can be transmitted electronically **via the Shareholder Portal** using the function “Issue power of attorney with instructions to the Company proxies” **until May 6, 2021 until the start of voting in the virtual annual general meeting**. For access to the Shareholder Portal, please note the above information in the section “Particularities of the virtual annual general meeting”.

Alternatively, powers of attorney with instructions can be issued to the proxies appointed by the Company using the forms provided by the Company for this purpose. A corresponding proxy and instruction form will be sent to shareholders who have registered in accordance with section 14 paragraph 2 and paragraph 3 of the articles of association as part of the registration confirmation. In this case, the completed forms (as well as any revocation of powers of attorney with instructions) must be sent to the Company by May 5, 2021, 24:00 hours CEST (receipt by the Company), by post, by fax or by email to the following address at the latest:

alstria office REIT-AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax No.: +49 (0) 89 30903-74675
Email: alstria-hv2021@computershare.de

Corresponding powers of attorney (with instructions) issued may be amended and revoked electronically via the Shareholder Portal until May 6, 2021 until the start of voting at the virtual annual general meeting. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual annual general meeting".

Authorizing third-party proxies

Shareholders may also have their voting rights exercised in the virtual annual general meeting by a third-party proxy, e.g. the custody bank, a shareholders' association or another third party of their choice. These third-party proxies can also only exercise the voting rights by means of electronic postal voting or by issuing power of attorney with instructions to the proxies appointed by the Company.

The declaration of granting power of attorney may be made either vis-à-vis the proxy or vis-à-vis the Company. The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the Company require at least text form if neither an intermediary, a shareholders' association, a voting rights advisor nor any other person treated as such pursuant to section 135 paragraph 8 AktG is authorized (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in connection with section 126b BGB). These can be transmitted electronically **via the Shareholder Portal** using the "Authorize a third party" function **until May 6, 2021 until the start of voting in the virtual annual general meeting**. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual annual general meeting".

Alternatively, powers of attorney may be granted using the forms provided by the Company for this purpose. Shareholders who have registered in accordance with section 14 paragraph 2 and 3 of the articles of association will be sent a proxy form as a part of their registration confirmation. In addition, a corresponding proxy form in German or English can be downloaded from the Company's website at

<https://alstria.com/investor/#generalmeeting>.

The statutory provisions, in particular section 135 AktG, shall apply to the authorization of intermediary, shareholders' associations, voting rights advisor or other persons or institutions of equal status in accordance with section 135 paragraph 8 AktG and to the revocation and proof of such authorization. Intermediary, shareholders' associations, voting rights advisor and other persons of equal status pursuant to section 135 paragraph 8 AktG may stipulate special provisions for the procedure for their own authorization. The shareholders are therefore requested to contact their intended proxies in due time with regard to the form of the proxy that the proxies might require.

In this case, the completed forms (as well as any revocation or the provision of evidence of a power of attorney declared to the proxy) must be sent to the Company by post, fax or email to the following address by May 5, 2021, 24:00 hours CEST (receipt by the Company) at the latest:

alstria office REIT-AG
c/o Computershare Operations Center
80249 Munich
Germany
Fax No.: +49 (0) 89 30903-74675
Email: alstria-hv2021@computershare.de

Corresponding powers of attorney issued may be amended and revoked electronically via the Shareholder Portal until May 6, 2021 until the start of voting at the virtual annual general meeting. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual annual general meeting".

Rights of the shareholders

Requests for additions to the agenda in accordance with section 122 paragraph 2 AktG

Shareholders whose combined shares amount to 20% of the share capital or make up a prorated amount of at least EUR 500,000.00 (corresponds to 500,000 shares) may request pursuant to section 122 paragraph 2 AktG that items be placed on the agenda and published. A justification or resolution proposal must be enclosed for each new item. The request is to be directed to the management board of the Company in written form (section 126 BGB). Such request, together with the proof that the shareholders hold the minimum number of shares, must be received by the Company by no later than 30 days prior to the meeting (the day of receipt is not to be counted), i.e., by **April 5, 2021 at 24:00 hours CEST** at the latest.

Any requests for additions must be sent to the following address:

alstria office REIT-AG
– Management Board –
Reference: Motions for the Annual General Meeting 2021
Steinstraße 7
20095 Hamburg
Germany

A confirmation from the custodian bank is sufficient as proof of share ownership.

Unless already published with the convocation, any additions to the agenda which need to be published will be published without undue delay (*unverzüglich*) upon receipt of the request in the German Federal Gazette (*Bundesanzeiger*) and provided to those media for publication where it can be assumed that the information will be broadcasted throughout the entire European Union. Such additions will also be published on the Company's website at

<https://alstria.com/investor/#generalmeeting>

and communicated to the shareholders in accordance with section 125 paragraph 1 sentence 3 AktG.

Countermotions und nominations, section 126 paragraph 1, 127 AktG

Pursuant to section 126 paragraph 1 AktG, each shareholder is entitled to send countermotions to the proposed resolutions regarding the items of the agenda. If the countermotions are to be made accessible by the Company, such must be received by the Company together with proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **April 21, 2021 at 24:00 hours CEST**, at the following address:

alstria office REIT-AG
Reference: Motions for the Annual General Meeting 2021
Steinstraße 7
20095 Hamburg
Germany
Fax No.: +49 (0) 40 226 341 224
Email: hv@alstria.de

Countermotions addressed otherwise will not be made accessible. Subject to section 126 paragraph 2 and 3 AktG, countermotions of shareholders which are to be made accessible will be published on the Company's website at

<https://alstria.com/investor/#generalmeeting>

together with the name of the shareholder and the potential justification and any potential position of the administration on such countermotion. Countermotions are to be submitted in German. If they are meant to be published in English as well, a translation is to be enclosed.

Pursuant to section 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or auditors. In addition to the grounds specified in section 126 paragraph 2 AktG, the management board does not have to make a proposal accessible inter alia if the proposal does not contain the name, profession, and residence of the candidate. Nominations for the election of supervisory board members also do not have to be made accessible if no information is included regarding the nominated supervisory board candidate's membership in other supervisory boards to be established pursuant to statutory law within the meaning of section 125 paragraph 1 sentence 5 AktG.

Pursuant to section 1 paragraph 2 sentence 3 of the COVID 19 Act, a countermotion or election proposal to be made accessible pursuant to sections 126, 127 AktG shall be deemed to have been made at the virtual annual general meeting if the shareholder making the motion or submitting the election proposal has duly legitimized and registered for the annual general meeting. The right of the chairman of the meeting to vote first on the proposals made by the management remains in principle unaffected. If the proposals made by the management are then accepted with the necessary majority, the counter-proposals or (deviating) election proposals will be rendered obsolete.

Right to information or right to ask questions by electronic means of communication, section 131 paragraph 1 AktG, section 1 paragraph 2 COVID 19 Act

Pursuant to section 131 paragraph 1 AktG, the management board is to provide each shareholder information regarding the matters of the Company upon request, provided such information is necessary to duly assess an item of the agenda and the management board has no right to decline to provide the requested information. The management board's duty to provide information also extends to the legal and business relations of alstria office REIT-AG with its affiliates. The duty to provide information in addition also concerns the situation of the alstria group and the companies included in the consolidated annual financial statements of alstria office REIT-AG.

Since the annual general meeting on May 6, 2021 will be held as a virtual meeting and physical presence of shareholders is excluded, shareholders will not be able to request information about the Company's affairs within the meaning of section 131 paragraph 1 AktG from the management board at the place of the annual general meeting; the proxies appointed by the Company will not be available for this purpose either. For this reason, shareholders must be given the right to ask questions by electronic means of communication in accordance with section 1 paragraph 2 sentence 1 number 3 of the COVID 19 Act.

The management board has decided, with the approval of the supervisory board, in accordance with section 1 paragraph 2 sentence 1 number 3, sentence 2, paragraph 6 sentence 1 COVID 19 Act, that the registered shareholders and their proxies may submit their questions to the Company until **May 4, 2021, 24:00 hours CEST** via the Shareholder Portal using the function "Ask questions". For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual annual general meeting".

The management board will decide how to answer the questions, according to its own dutiful and free discretion. When questions are answered during the virtual annual general meeting, the name of the shareholder submitting the question will be disclosed only (insofar as individual questions are answered) if the shareholder expressed his/her consent to and desire for a disclosure of his/her name when submitting the question. The same applies to any advance publication of questions and, if applicable, answers on the Company's website prior to the general meeting. In this case, too, the names of the questioner will be disclosed only if he/she expressed his/her consent to and wish for a disclosure of his/her name when submitting the question.

Possibility of appealing against resolutions of the virtual annual general meeting, section 1 paragraph 2 COVID 19 Act

Registered shareholders and their proxies who have exercised their voting rights by electronic postal vote or by authorizing the proxies appointed by the Company are given the opportunity to object to resolutions of the annual general meeting in accordance with section 1 paragraph 2 sentence 1 number 4 of the COVID 19 Act during the annual general meeting. Such declarations can be submitted via the Shareholder Portal using the "File objection" function **from the opening of the virtual annual general meeting until its closing by the chairman of the meeting**. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual annual general meeting".

Further elaborations

Further elaborations regarding the rights of the shareholders in accordance with section 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 AktG and section 1 paragraph 2 of the COVID 19 Act can be downloaded on the Company's website at

<https://alstria.com/investor/#generalmeeting>.

Website via which information pursuant to section 124a AktG is accessible, voting results and confirmation of the voting count

This convocation of the annual general meeting, the documents to be made available to the annual general meeting on the Company's website pursuant to section 124a AktG, motions by shareholders and other information in connection with the annual general meeting shall be made available as soon as possible after the annual general meeting has been convened via the Company's website at

<https://alstria.com/investor/#generalmeeting>

After the annual general meeting, the voting results will be announced at the same internet address.

Confirmation of the vote count in accordance with section 129 paragraph 5 AktG can be requested by those voting within one month of the date of the annual general meeting at the Email address **hv@alstria.de**.

Information regarding data protection

The protection of personal data of shareholders, shareholder representatives and guests who register to attend the annual general meeting of alstria office REIT-AG and/or who participate in it ("**AGM Participants**") is very important to us. With the following information we advise AGM Participants about the processing of their personal data in connection with the preparation, execution and follow-up of the annual general meeting.

Who is responsible for data processing?

Data controller pursuant to Art. 4 paragraph 7 of the General Data Protection Regulation ("**GDPR**") is:

alstria office REIT-AG
– Management Board –
Steinstraße 7
20095 Hamburg
Germany
Email: info@alstria.de
Tel. No.: +49 (0) 40 226 341 300

How can the data protection officer be reached?

AGM Participants can contact the data protection officer of alstria office REIT-AG as follows:

alstria office REIT-AG
– Data Protection Officer –
Steinstraße 7
20095 Hamburg
Germany
Email: dataprotection@alstria.de
Tel. No.: +49 (0) 40 226 341 300

What personal data are processed?

As part of the preparation, execution and follow-up of the annual general meeting, the following categories of personal data of shareholders are processed:

- First name and last name
- Contact data (e.g. address, email address)
- Share related data (e.g. number of shares, type of ownership)
- Annual general meeting related data (e.g. number of registration confirmation and, where appropriate, instructions)
- Participation behavior related data (e.g. voting behavior and, where appropriate, information about requests for additions to the agenda, motions, nominations and requests for information)
- if applicable, email address (e.g. when contacting us or requesting the dispatch of business documents to be made available)
- Access data for the Shareholder Portal.

If shareholders have appointed a third party to exercise their voting rights, personal data of the proxy (in particular first and last name as well as place of residence of the proxy) are also processed. Shareholders are requested to expressly point this out to the proxies.

Concerning guests of the annual general meeting, information about their first and last names, contact data (in particular address, email address) and, if applicable, the company for which they work are processed.

For what purposes are personal data processed and on what legal basis is data processing based?

Personal data are used to handle the registration and participation of AGM Participants (e.g. verification of eligibility) and to enable the shareholders to exercise their rights (e.g. request to speak and voting) at the annual general meeting (including the issuing, revocation and proof of proxies and instructions).

Pursuant to section 129 paragraph 1 sentence 2 AktG, a list of the shareholders present or represented and the shareholder representatives must be drawn up at the annual general meeting, stating their name and place of residence as well as the number of shares represented by each shareholder and their type.

In addition, personal data of the AGM Participants may also be processed to fulfill additional statutory obligations, such as regulatory requirements as well as obligations under corporate, commercial and tax law-related requirements to retain data.

The processing of personal data of the AGM Participants is therefore absolutely necessary for the proper preparation, execution and follow-up of the annual general meeting and is only carried out to the extent necessary to achieve the respective purpose.

The legal basis for the processing of personal data at the annual general meeting is Art. 6 paragraph 1 lit. c) GDPR.

In addition, personal data is also processed to safeguard legitimate interests in the sense of Art. 6 paragraph 1 lit. f) GDPR. This applies in particular in relation to questions submitted in accordance with section 1 paragraph 2 sentence 1 number 3 COVID 19 Act in conjunction with the specifications in the invitation to the annual general meeting. When the shareholder has asked a question and the shareholder has agreed expressly to the mention of his/her name, his/her name will be mentioned based on his consent in the sense of Art. 6 paragraph 1 lit. a) GDPR. His/her name will only be mentioned if he did not withdraw his/her consent before.

Which recipients receive personal data?

The data of the AGM Participants are processed by the employees of alstria office REIT-AG which are involved in the organization of the annual general meeting. In addition, we partly employ different external service providers (and their subcontractors) for preparation, execution and follow-up of the annual general meeting (general meeting service providers, IR service providers and consultants as well as the notary keeping the minutes) which have their residence in the European Economic Area (EEA). The service providers will only receive personal data that is necessary for the performance of the service ordered.

If a shareholder requests that items be placed on the agenda, alstria office REIT-AG will publish these items stating the name of the shareholder, provided that the conditions are met in accordance with the provisions of the German Stock Corporation Act (section 122 paragraph 2, 126 paragraph 1, 127 AktG). Similarly, alstria office REIT-AG will make counter-motions and election proposals by shareholders available on its website stating the name of the shareholder in accordance with the provisions of the German Stock Corporation Act (section 122 paragraph 2, 126 paragraph 1, 127 AktG).

Other shareholders and AGM Participants may access data out of the list of participants during the meeting and shareholders may access the data for up to two years thereafter (section 129 paragraph 4 AktG).

In addition, we may transmit personal data of the AGM Participants to authorities who process the data on their own responsibility (e.g. to supervisory authorities due to legal regulations).

It is not intended to transfer personal data to countries outside Europe (i.e. outside the EEA).

From which sources do the data come from?

To the extent personal data have been provided by the shareholders in the course of the registration for the annual general meeting, alstria or the service providers engaged will normally receive the personal data of the shareholders via the registration office from the credit institutions of the shareholders, who have been entrusted with the custody of the shares of the Company (so-called custodian banks). In addition, alstria or the service providers engaged may receive personal data from the AGM Participants (e.g. when filing motions).

As far as participation behavior related data is concerned, such as requests for information or motions, these personal data are provided by the AGM participants themselves.

How long are the personal data stored?

As a rule, personal data are deleted as soon as they are no longer required for the aforementioned purposes and statutory evidence and retention obligations do not require us to store them any longer. Corresponding evidence and/or retention obligations result in part from the German Stock Corporation Act (*Aktiengesetz*), the German Commercial Code (*Handelsgesetzbuch*) and the German Fiscal Code (*Abgabenordnung*). For the data collected in connection with annual general meetings, the retention period is regularly up to three years. Further evidence and/or retention obligations result from the German Commercial Code and the German Fiscal Code, pursuant to which the evidence and/or retention period can amount to up to ten years.

Does automated decision-making occur in individual cases (including profiling)?

We do not employ any automated decision-making process or profiling pursuant to Art. 22 GDPR.

What rights do those affected have?

Affected parties may contact the Company's data protection officer at any time by sending an informal message using the above contact details to exercise their rights under the GDPR. As far as the requirements pursuant to applicable law are met, those affected in particular have the following rights:

- Provision of access to the personal data concerning the affected person as well as the receipt of a copy of the processed data in accordance with Art. 15 GDPR
- Rectification of incorrect personal data and completion of incomplete personal data, Art. 16 GDPR

- Deletion of personal data, if the legal requirements are met, in particular if they are no longer required for the aforementioned purposes, Art. 17 GDPR
- Limitation processing personal data if the legal requirements are met, Art. 18 GDPR
- Withdrawal of consent, Art. 7 paragraph 3 GDPR (e.g. via email to dataprotection@alstria.de)
- Lodge a complaint with a data protection authority at the choice of the affected person (e.g. the data protection authority competent for alstria: Der Hamburgische Beauftragte für Datenschutz und Informations-freiheit, Ludwig-Erhard-Str 22, 7. OG, 20459 Hamburg, Germany, tel.: +49 (0) 40 428 54 – 4040, e-mail: mailbox@datenschutz.hamburg.de), Art. 77 GDPR

The Company must process personal data of the AGM Participants in order to enable them to exercise their rights at the annual general meeting. If an AGM Participant for example does not provide his/her personal data, he/she may no longer be able to exercise his/her rights related to the annual general meeting.

Hamburg, March 2021

The management board

Building *Your* Future

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